

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM851950

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SUPERPEDESTRIAN, INC.		10/30/2023	Corporation: DELAWARE
SUPERPEDESTRIAN IPCO, LLC		10/30/2023	Limited Liability Company: DELAWARE
SUPERPEDESTRIAN IP HOLDCO, LLC		10/30/2023	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Antara Capital Master Fund, LP		
Street Address:	55 Hudson Yards, 47th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10001		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	5177015	SUPERPEDESTRIAN	
Registration Number:	5259261	S	
Registration Number:	5166158	S	
Registration Number:	5326720	COPENHAGEN WHEEL	
CORRESPONDENCE DATA			
Fax Number:	2125305219		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2125305096		
Email:	dcip@milbank.com, jgarces@milbank.com		
Correspondent Name:	John Garces, Esq.		
Address Line 1:	55 Hudson Yards		
Address Line 2:	Milbank, LLP		
Address Line 4:	New York, NEW YORK 10001-2163		
ATTORNEY DOCKET NUMBER:	44498.00065		
NAME OF SUBMITTER:	John Garces, Esq.		

CH \$115.00 5177015

SIGNATURE:	/John Garces/
DATE SIGNED:	11/08/2023
Total Attachments: 4 source=Borrower Signed Trademark IPSA (v2) (4863-8378-1517-2)#page1.tif source=Borrower Signed Trademark IPSA (v2) (4863-8378-1517-2)#page2.tif source=Borrower Signed Trademark IPSA (v2) (4863-8378-1517-2)#page3.tif source=Borrower Signed Trademark IPSA (v2) (4863-8378-1517-2)#page4.tif	

GRANT OF A SECURITY INTEREST –TRADEMARKS

As of October 30, 2023

WHEREAS, the grantors listed on the signature pages to the Secured Promissory Note (as defined below) (each, a “Grantor” and, collectively, the “Grantors”) have adopted, used and are using, and hold all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the “Trademarks”);

WHEREAS, the Grantors have entered into a Incremental Amendment to Super Senior Secured Promissory Note, dated as of October 30, 2023 (as amended, restated, supplemented, modified or otherwise **changed from time to time**, the “Secured Promissory Note”), in favor of Antara Capital Master Fund, LP, (in such capacity, together with its successors and permitted assigns, if any, the “Grantee”); and

WHEREAS, pursuant to the Secured Promissory Note, the Grantors have granted to the Grantee, for the benefit of the Grantee, a continuing security interest in all right, title and interest of the Grantors in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the “Collateral”), to secure the payment, performance and observance of the Obligations (as defined in the Secured Promissory Note).

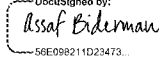
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors do hereby grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantors do hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Secured Promissory Note.

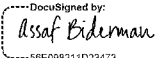
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IN WITNESS WHEREOF, the undersigned have caused this Grant of a Security Interest – Trademarks to be duly executed by its officer thereunto duly authorized as of the date first set above.

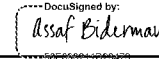
SUPERPEDESTRIAN, INC., a Delaware corporation

By: 
Name: Assaf Biderman
Title: CEO

SUPERPEDESTRIAN IP CO, LLC, a Delaware limited liability company

By: 
Name: Assaf Biderman
Title: CEO

SUPERPEDESTRIAN IP HOLD CO, LLC, a Delaware limited liability company

By: 
Name: Assaf Biderman
Title: CEO

[Signature Page to Grant of Security Interest – Trademarks]

SCHEDULE A TO GRANT OF A SECURITY INTEREST - TRADEMARKS

[See attached.]

FILE #	MARK	MATTER TYPE	APPLICATION #	APPLICATION DATE	REGISTRATION NUMBER	REGISTRATION DATE	TERRITORY	STATUS	APPLICANT/REGISTRANT ¹	CLASS
SUPE-TM-0001-EM1	SUPERPEDESTRIAN	Trademark - ORG	14714448	23-Oct-15	14714448	16-May-16	European Union	Registered	Superpedestrian, Inc.	9
SUPE-TM-0001-GB1-C	SUPERPEDESTRIAN	Trademark - BX-COMP	9014714448	23-Oct-15	9014714448	16-May-16	United Kingdom	Registered	Superpedestrian, Inc.	9
SUPE-TM-0001-US1	SUPERPEDESTRIAN	Trademark - ORG	86630201	14-May-15	5177015	4-Apr-17	United States of America	Registered	Superpedestrian, Inc.	9
SUPE-TM-0003-EM1	"S" Design (b&w)	Trademark - ORG	16359762	13-Feb-17	16359762	4-Jul-17	European Union	Registered	Superpedestrian, Inc.	9
SUPE-TM-0003-GB1-C	"S" Design (b&w)	Trademark - BX-COMP	9016359762	13-Feb-17	9016359762	4-Jul-17	United Kingdom	Registered	Superpedestrian, Inc.	9
SUPE-TM-0003-US1	"S" Design (b&w)	Trademark - ORG	87139488	16-Aug-16	5259261	8-Aug-17	United States of America	Registered	Superpedestrian, Inc.	9
SUPE-TM-0003-US2	"S" Design (b&w)	Trademark - ORG	87139471	16-Aug-16	5166158	21-Mar-17	United States of America	Registered	Superpedestrian, Inc.	12
SUPE-TM-0004-EM1	COPENHAGEN WHEEL	Trademark - ORG	16359705	13-Feb-17	16359705	23-Jun-17	European Union	Registered	Superpedestrian, Inc.	12
SUPE-TM-0004-GB1-C	COPENHAGEN WHEEL	Trademark - BX-COMP	9016359705	13-Feb-17	9016359705	23-Jun-17	United Kingdom	Registered	Superpedestrian, Inc.	12
SUPE-TM-0004-US1	COPENHAGEN WHEEL	Trademark - ORG	87139469	16-Aug-16	5326720	7-Nov-17	United States of America	Registered	Superpedestrian, Inc.	12

¹ NTD: Please confirm these were assigned to Superpedestrian IPCo, LLC at closing.